

FORM 10

MATERIAL CHANGE REPORT



Pursuant to Section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General) By-Laws, 2013

General Instructions:	<p>Please complete all relevant sections; where the allocated space is insufficient, you may continue on a separate page and attach to the completed form. All supporting information and attached pages should be appropriately numbered and referenced.</p> <p>This report and any attachments should be certified by a Senior Officer of the Reporting Issuer.</p> <p>Completed reports should be submitted to:</p> <p style="padding-left: 40px;">The Director Market Regulation & Surveillance Trinidad and Tobago Securities and Exchange Commission 57-59 Dundonald Street Port of Spain Trinidad</p>
Item 1	State the name of the reporting issuer, and include its business address.
Item 2	State the date on which the material change occurred.
Item 3	Provide sufficient disclosure regarding the material change to enable a reader to appreciate the nature and substance of the material change without having to refer to any other sources. Examples of matters that would be subject to disclosure include: dates, parties, terms and conditions, effect on financial condition, value, reasons for the change, purpose of the change, and a general comment on the probable impact of the material change on the reporting issuer.
Item 4	State whether the issuer is seeking an exemption for publishing a notice in accordance with Section 64(2) of the Securities Act 2012, and complete the associated "yes" or "no" sections of the form accordingly.
Item 5	Give the name, position, business telephone number and email address of a senior officer of the reporting issuer who may be contacted to discuss further details regarding the material change.
Item 6	Include the signature of the Senior Officer identified in Item 5, confirming the material change report, and certifying the statement outlined.

FORM 10

MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
Agostini's Limited

2. DATE OF MATERIAL CHANGE

Date of material change
May 26th 2015

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>Agostini's Limited has agreed to the formation of a jointly owned company, Caribbean Distribution Partners Limited (CDPL) with Goddard Enterprises Limited. All the investments in the Fast Moving Consumer Goods (FMCG) Sector held by the respective Groups will be transferred into this joint venture. CDPL will be 50/50 owned by the two Groups.</p> <p>Purchase Date: July 1 2015</p> <p>Agostini's Limited purchase consideration: USD\$11.7M</p> <p>Reason for change: Agostini's Limited and Goddard Enterprises Limited both have a long and successful history in the FMCG distribution sector and see the formation of this joint venture as an opportunity to further improve the products and service to our customers and extend our distribution reach and marketing capabilities for our principles and proprietary brands.</p> <p>Method of financing: Retained Earnings.</p>

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4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	May 27th 2015
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If "Yes"


State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Rajesh Rajkumarsingh
Position in Organization	Group Chief Financial Officer
Business Address	18 Victoria Avenue, Port of Spain
Work Phone (1-xxx-xxx-xxxx)	1-868-623-4871
Fax Phone(1-xxx-xxx-xxxx)	1-868-623-1966
Email Address	rrajkumarsingh@agostini-mktg.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Rajesh Rajkumarsingh  Group Chief Financial Officer May 26, 2015

Print Name **Signature** **Position** **Date**

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Tool	ID Information
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : _____ Date (DD/MM/YYYY) _____